

RECORDATION NO.

22979-E FILED

SEP 27 00

9-35 AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 25, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo Trust 2000-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement Nos. A4, A5 and A6 dated September 27, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Indenture which was filed with the Board under Recordation Number 22979.

The names and addresses of the parties to the enclosed documents are:

Indenture Trustee:

First Security Bank
79 South Main Street
Salt Lake City, UT 84111

Owner Trustee:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

BA

Mr. Vernon A. Williams
September 25, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

51 SD7OM locomotives within the series UP 4007 - UP 4119.

A short summary of the document appear in the index follows:

Indenture Supplement Nos. A4, A5 and A6 between Wilmington Trust Company, Owner Trustee, and First Security Bank, Indenture Trustee, covering 51 SD7OM locomotives within the series UP 4007 - UP 4119.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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EL-MO II TRUST NO. 2000-A

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NOS. A4, A5 AND A6

Memorandum of Indenture Supplement Nos. A4, A5 and A6 made and entered into on September 27, 2000 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

WITNESSETH

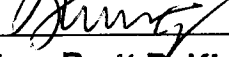
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated June 28, 2000, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 27, 2000 under Recordation Number 22979-B.

3. The undersigned have entered into those certain Indenture Supplement Nos. A4, A5 and A6 each dated September 27, 2000, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By 
Name: **Brett B. King**
Title: **Vice President**

Executed on this ____ day of September 2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

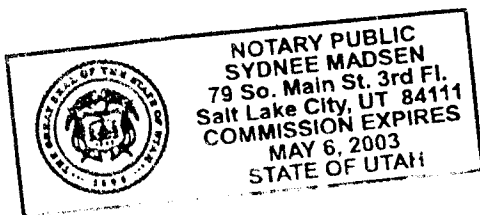
By _____
Name:
Title:

Executed on this ____ day of September 2000.

STATE OF UTAH)
)
COUNTY OF Salt Lake) SS:

On this, the ____ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of First Security Bank, N.A., that said instrument was signed on September ____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sydnee Madsen
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF _____) SS:

On this, the ____ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Wilmington Trust Company, that said instrument was signed on September ____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By _____

Name:

Title:

Executed on this ____ day of September 2000.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____

Name: **PATRICIA A. EVANS**

Title: **Senior Financial Services Officer**

Executed on this ____ day of September 2000.

STATE OF UTAH)
)
COUNTY OF _____) SS:

On this, the ____ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of First Security Bank, N.A., that said instrument was signed on September ____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF New Castle) SS:

On this, the 22nd day of September, 2000, before, a Notary Public in and for said County and State, personally appeared **PATRICIA A. EVANS**, who being by me duly sworn, says that (s)he is the **Senior Financial Services Officer** of Wilmington Trust Company, that said instrument was signed on September 22nd, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

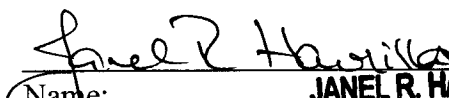

Name: **JANEL R. HAVRILLA**
Notary Public **NOTARY PUBLIC-DELAWARE**
My Commission Expires **February 2, 2001**
Residing in Wilmington, DE

Exhibit A

Units subject to Indenture Supplement A4

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	4	4007 4011 4012 4014

Units subject to Indenture Supplement A5

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	5	4015 4016 4017 4018 4019

Units subject to Indenture Supplement A6

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	42	4021 4022 4023 4024 4025 4026 4027 4038 4040 4041 4042 4043 4044 4045 4046 4047 4048

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